

# **EXHIBIT 22**

YESHIVA UNIVERSITY

TO: Mr. Robert Beren DATE: October 28, 1993  
Mr. Ludwig Bravmann  
Mr. David S. Gottesman  
Mr. Gedale Horowitz  
Mr. J. Ezra Merkin

FROM: Sheldon E. Socol SUBJECT: Board of Trustees  
Investment Committee  
Meeting October 27, 1993

*Sheldon E. Socol*

While I will, of course, prepare full Minutes of our meeting of October 27, I thought it advisable to summarize the decisions that were reached. Please advise if any corrections or modifications are appropriate.

1. On January 1, \$20.0 million dollars to be invested with **Odyssey Partners** (a 10.0 million dollar increase over the previously approved 10.0 million dollar figure).
2. As soon as possible, increase the funds invested with **Ardsley** (including current market value) to a total of 15.0 million dollars to be managed by Philip Hempelman.
3. As soon as possible, invest 5.0 million dollars with **Ardsley Pacific** to be managed by David Gong.
4. As soon as possible, increase the funds invested with **Ascott** (including current market value) to a total of 20.0 million dollars to be managed by Bernard Madoff.
5. Increase, as soon as possible, the funds invested with **Kingdon** (including current market value) to a total of 10.0 million dollars.
6. Decide by November 30 if the funds now invested in the **J Fund** (Jerry Jordon) should be withdrawn.

7.

- A. Interview Martin Zweig to determine if 10.0 million dollars should be invested with him for management.
- B. Interview Merriweather (John Hildebrand) to determine if an investment should be made and, if so, the amount of such investment.

Mr. Merkin will attempt to schedule these two interviews for November 18.

8. If the Board of Trustees Real Estate Committee approves of the transaction, some 7.0 million dollars can be invested in the purchase of a 7%, 20.0 million dollar mortgage note of Francis Greenburger relating to his leasehold on 55 Fifth Avenue to be sold by the FDIC on behalf of Dollar Dry Dock Savings back during a November 10 auction. Annual return is some 1.5 million dollars or 100% of cash flow, whichever is higher.

SES:ajs

cc: Ms. Navah Levine  
Mr. Bernard Pittinsky  
Mr. Jack Sproule

1998 CONFLICT OF INTEREST REPORT  
TO THE BOARD OF TRUSTEES  
MARCH 1999

During the 1998 calendar year, the University "did business" with the following firms and companies in which one or more members of the Board had or have a financial interest. In each instance the business relationship was based upon a proven track record, the reputation of the firm or individuals involved, demonstrated experience and competence, and/or the result of competitive bids.

When applicable, such as the selection of investment managers, where the Board Investment Committee made and approved the decisions the appropriate Board committee was involved. In all cases, the fees charged were equal to and in many instances less than the industry standard.

Philip Altheim

Vice Chairman, Board of Overseers

Forest Electric Corp. was the electrical sub-contractor selected by Knightsbridge Construction Company in connection with the renovation of the 11<sup>th</sup> floor of the Brookdale Center for the Cardozo School of Law. The Forest Electric sub-contract totaled \$275,000 of the \$1.5 million Knightsbridge contract for the 11<sup>th</sup> floor.

Leon Black

Member of the Cardozo Board

30.0 million dollar investment committed for management to the Apollo Investment Fund of which only 6.5 million was under management in 1998 resulting in a management fee of \$33,000.

Judah Feinerman

RIETS Board Chairman

Member of Board of Trustees

Judd Associates. Insurance broker.

Total policy premiums \$38,000.

Morris Green

Vice Chairman - RIETS Board

Member of Board of Trustees

Total payments in 1998 totaled \$103,000 as rental payments for apartments used by students in a Washington Heights (480 W. 187<sup>th</sup> Street) building in which Mr. Green has a financial interest.

In prior years the University had provided capital as an investor to acquire this building which has since been repaid.

Samuel H. Lindenbaum  
Honorary member-Board of  
Overseers

J. Ezra Merkin  
Member RIETS Board  
Chairman-Board of Trustees  
Investment Committee

Rosenman & Colin.  
Represents the Institution as special land use  
counsel. Total fee paid in 1998 was \$14,000.

General or Managing Partner or Chairman or Co-  
Manager of four (4) of the 24 investments classified  
by the Investment Committee as hedge funds, hedge  
investments or non-readily marketable investments.

Total University Funds Managed

Blackacre	11.2 Million Dollars
Long Horizon	19.3 Million Dollars
ABLECO	8.5 Million Dollars
Ascot Partners	<u>45.5 Million Dollars</u>
	84.5 Million Dollars

Management fees paid in 1998 totaled \$824,200  
including \$430,000 paid for funds in Ascot Partners  
which are essentially managed by Bernard Madoff, a  
member of the Board of Trustees. Incentive fees  
based upon 1998 performance totaled an additional  
\$601,454.

Each fund identified generated each year, to date, a  
net profit for the University and the University has  
never experienced a loss on these investments.

It should also be noted that one of Mr. Merkin's Co-  
Managers on the ABLECO fund is the General  
Manager of Cerberus which manages 15.0 million  
dollars of University funds.

Ira M. Millstein  
Vice Chairman - Board of Overseers

Partner Weil Gotshal & Manges LP  
Represents the University in regard to many matters.  
Ira Millstein has never charged the University for the  
considerable personal time he devotes to University  
issues. Total fees paid to the firm was \$251,000 in  
1998 primarily for real estate matters, but includes  
other matters and litigation.

**Richard Parkoff**

Member Yeshiva College Board

Total rental payments of \$724,000 were made in 1998 to The Parkoff Organization as rental payments for apartments used by students in seven (7) Washington Heights buildings in which The Parkoff Organization has a financial interest. In prior years mortgage financing was provided by the University to acquire these buildings under favorable terms in consideration of benefits granted to the University such as assuring access to all vacant apartments. The mortgage on several of these buildings is not at this time current, however, due to inadequate cash flow.

**Philip Rosen**

Vice Chairman - Yeshiva College Board

Partner, Weil Gotshal & Manges LP

Represents the University in regard to various real estate matters. Total fees paid to the firm in 1998 totaled \$251,000 (see note above in regard to Ira Millstein).

**Howard J. Rubenstein**

Member Board of Overseers -

Howard J. Rubenstein Associates.

Firm retained annually to assist the Institution with special public relations problems and projects. Total annual payment \$32,000.

**Stephen B. Stiegel**

Member Cardozo Board

President and CEO Insignia/Edward S. Gordon Co.

Payment of commission in 1998 of \$752,000 in connection with the sale of 425 Fifth Avenue.

Minutes of a regular meeting of the Board of Trustees of Yeshiva University held pursuant to notice at the Midtown Campus, 245 Lexington Avenue, New York, New York at 4:30 p.m. on Tuesday, March 13, 2001.

Present: Robert M. Beren, Chairman

Jack A. Belz	Dr. Ira Kukin
Julius Berman	Dr. Norman Lamm
Ludwig Bravmann	Earle I. Mack
J. Morton Davis	Burton P. Resnick
David Eshaghian	David I. Schachne
Judd Feinerman	Michael Scharf
Dr. Felix L. Glaubach	Ronald P. Stanton
Dr. Jacob E. Goldman	Moshael J. Straus, Esq.
E. Billi Ivry	Sy Syms
Michael Jesselson	Morry Weiss
Marcos Katz	Joseph Wilf
Mordecai D. Katz	David Yagoda

Also present:

Martin H. Bockstein, Esq.  
General Counsel

Dr. Herbert Dobrinsky  
Vice President for University Affairs

Peter Ferrera  
Director, Department of Communications and Public Affairs

Daniel T. Forman  
Vice President for Development

Dr. Morton Lowengrub  
Vice President for Academic Affairs

Dr. Sheldon E. Socol  
Vice President for Business Affairs  
and Secretary

Mr. Beren called the meeting to order and welcomed all present. He noted that this was the first meeting of the Board to be held in the Gottesman Board Room and he called attention to the picture of the three generations of Gottesman family members on the wall of the Board Room.

The Chairman called for approval of the minutes of the Board meeting of November 14<sup>th</sup>, 2000. On motion duly made and seconded the minutes were approved.

Mr. Beren then referred to the previously distributed list of his recommendations for membership on the Committees of the Board of Trustees through the period ending September 30, 2001. A copy of the recommended nominees is attached. A motion was made to approve the recommended nominees. The motion was seconded and unanimously passed.

The Chairman then called upon Mr. Bravmann to give the report of the Nominating Committee. Mr. Bravmann said that the Nominating Committee had submitted to the Executive Committee, and the Executive Committee had unanimously approved the nominations of Dr. Jayne G. Beker, Chairman of the Ferkauf Graduate School of Psychology, and Marjorie Diener-Blenden, Chairman of the Stern College Board, for membership on the Board of Trustees for a two year term. The nominees were approved by the Board. Final action is deferred until the next meeting of the Board of Trustees in accordance with the By-laws.

The Chairman then called upon Dr. Morton Lowengrub. Dr. Lowenrub reported that the search is continuing for Deans of the Azrieli, Sy Syms, and Cardozo Schools. Dr. Lowengrub has interviewed candidates and has made recommendations to Dr. Lamm.

Mr. Resnick then reported on the proposed amendments to the By-laws. He called on Martin Bockstein to discuss the proposed amendments, which had previously been unanimously approved by the Executive Committee and recommended by it to the Board of Trustees.

Following a discussion, the proposed By-laws amendments were, on motion duly made and seconded, unanimously approved. The amendments will be submitted to the next meeting of the Board of Trustees in accordance with the By-laws.

Mr. Beren, noting the large attendance at this meeting, said that it is a tribute to Dr. Lamm on his 25<sup>th</sup> year as President.

The Chairman then called upon Mr. Stanton for a report on the Capital Campaign. Mr. Stanton said that the campaign has raised \$212 million through February 2001. This total includes the new Michael Price pledge of \$25 million to name The Center for Genetic and Translational Medicine. Many people were involved in numerous meetings to secure this gift including Dean Purpura, Ira Millstein, Burt Resnick, Einstein faculty members, Dr. Socol, and other staff. Mr. Price also retained assistance from Philanthropic Initiatives, a philanthropic consultant group in Boston who represented his interests.

The model of trustees and current supporters identifying new friends will be critical to our Capital Campaign success in future years. Mr. Stanton urged each Board member to identify three potential new major supporters in the belief that we will achieve success with one of the three.

Our Capital Campaign launch will take place on May 23 at the New-York Historical Society.

We are on target in announcing that ten families have committed pledges of \$10 million dollars and over. We are also on target in announcing that an additional ten families have committed gifts of \$5-\$10 million and an additional thirty families have committed gifts of between \$1 and \$5 million.

In regard to the Price gift, it was pointed out that it is a matching grant. \$25 million dollars has been pledged on condition that the AECOM Board raises an additional \$35 million. There are other specific conditions.

Mr. Beren then introduced Mr. Julius Berman, the Chairman of the RIETS Board of Trustees, who is attending his first meeting of the YU Board of Trustees.

Mr. Beren then called upon Mr. Bravmann for the Investment Committee report.

Mr. Bravmann made reference to a performance summary sheet including asset allocations as of December 31, 2000 which he briefly updated. As at January 31, 2001, the market value of our endowment fund was \$862.1 million. This compares favorably to the \$777 million market value one year earlier. The \$85.1 million endowment increase consists of \$19.3 million in new gifts and \$65.8 million in realized and unrealized appreciation.

During the calendar year 2000, despite difficult market conditions our total assets under management earned 11.6%, net of all fees. We manage most fixed income assets internally with other investments managed externally. In 2000 our external managers earned an impressive 13.6% net of fees total return and our internally managed fixed income assets earned an equally impressive 8.4% for a weighted average of 11.6% compared to a negative 9.1 % for the S&P 500 index and a negative 4.7 % for the Dow Jones Industrial Average.

These figures are subject to year-end audit adjustments and include unrealized returns.

Mr. Mack asked Dr. Socol about the University's investment portfolio. Dr. Socol said that it had very limited exposure to high tech equities. He said its allocation was 37.91% in fixed income investments and 61.50% in equities, hedge funds and alternative investments.

The Chairman then called upon Mr. Mack for the Government Relations Committee Report. Mr. Mack said that it is important to have a presence in Washington to avail ourselves of

Federal Grants. He said that President Lamm had convened a meeting of Messrs. Resnick, Mack and Eric Javits, who considered several representatives who could represent the University's interests in Washington. Two were decided upon, one to cover the House and the second for the Senate. They will be seeking programmatic grants. For AECOM, funding would be sought for the magnetic resonance imaging facility and for Cardozo, for its Innocence Project. The groups selected were those of Bob Livingston at the House level and Alfonse D'Amato's firm for Senate representation.

The Chairman then called upon Dr. Socol for the Conflict of Interest report. Dr. Socol distributed the annual report of all members of all University Boards who do business with the University. The names of all such Board members are annually disclosed with the nature and the amount of business done with the University. A copy of the year 2000 Conflict of Interest Report is attached to these minutes.

Mr. Stanton recommended that people on the YU payroll who consult with companies that the University does business with should also be listed in the Conflict of Interest Statement. Dr. Socol said that those names will be included in future reports.

The Chairman then called upon Dr. Norman Lamm. Dr. Lamm, speaking about the Capital Campaign, said that we need the Board's help in reaching the goals of the campaign.

The President said that when the Executive Committee had authorized the Dormitory Authority borrowing, it did so conscious of the importance of prudence in incurring debt.

Dr. Lamm said that achieving diversity in staffing and enrollment sometimes creates concerns as does providing educational opportunities for the disabled. He said there are both moral and statutory considerations that must be taken into account. In addition, both are driven by accrediting agencies and applicable law. He recommended the appointment of a committee to

establish a University-wide policy for dealing with such issues.

Dr. Lamm then presented the following recommendations for recipients of Honorary Degrees: Richard C. Holbrooke, Rabbi Ephraim Buchwald, Arthur Cohn and Eli Zborowski. A discussion followed concerning the recommendations. Thereafter a motion to approve the recommendations was seconded and unanimously adopted.

Dr. Lamm then recalled for the Board a conversation he had had with his revered predecessor, Dr. Samuel Belkin, 25 years ago, after Dr. Belkin had retired. Dr. Lamm described how Dr. Belkin had told him of the rigors of the Presidency and what Dr. Lamm could expect, including the unexpected. Dr. Lamm said that the past 25 years have been the most invigorating of his life.

With that background, Dr. Lamm said, he now officially informs the Board that he will leave the Presidency of Yeshiva University and of RIETS in August 2002, in sixteen months. He said that he hoped that a successor could be found within that time but that he would, of course, stay on until that was accomplished.

Following Dr. Lamm's remarks Mr. Beren referred to Dr. Lamm as "our distinguished President and brilliant Rosh Hayeshiva." He said that his initial reaction to Dr. Lamm's news was one of sadness but that was tempered by the contemplation of so much achievement. Dr. Lamm's career covers over 60 years. Mr. Beren said that we are grateful that Dr. Lamm has pledged his continuing involvement with the University. He said that he would, later this evening, address the President's specific, enormous accomplishments. Mr. Beren said that Dr. Lamm is the recognized world leader of modern orthodoxy who responded to the challenges of his office with dignity and intelligence. Morry Weiss took the floor on behalf of Mr. Gottesman, who was absent, and reiterated Mr. Beren's sentiments and remarks. He said that Dr. Lamm's tenure has

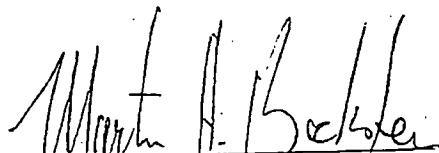
been a fabulous period for the University due to his presence.

In recognition of Dr. Lamm's enormous accomplishments, a motion was made that Yeshiva University establish the position of Chancellor and that it be assumed by Dr. Lamm on the final day of his presidency. The motion was unanimously carried.

The Chairman then recognized, in turn, the following Board members, each of whom expressed their appreciation to Dr. Lamm for his abilities and accomplishments: Messrs. Yagoda, Berman, Feinerman, Scharf, Belz, Davis, Ms. Ivry and Drs. Goldman and Kukin.

Following the remarks, Dr. Lamm briefly took the floor again to thank all those who spoke so warmly in tribute to him. Dr. Lamm then presented the tenure recommendations that had been approved by the Executive Committee. The proposal was to award tenure to Nancy Carrasco, M.D. Thierry LeJemtel, M.D., Steven Schwartz, M.D. and Mark Chance, Ph.D. The candidates' CV's were previously distributed to the Board members. Following a discussion, the Board unanimously voted to award tenure to the candidates conditioned upon tenure recommendations being approved for them by the Board of Overseers of the Albert Einstein College of Medicine when it next meets.

Mr. Beren then said that he will announce a search committee for Dr. Lamm's successor in the near future. The meeting was then adjourned to be followed by a dinner at the Schottenstein Residence Hall in honor of Dr. Lamm.



MARTIN H. BOCKSTEIN

**2000 CONFLICT OF INTEREST REPORT  
TO THE BOARD OF TRUSTEES  
MARCH 2001**

During the 2000 calendar year, the University "did business" with the following firms and companies in which one or more members of the Board had or have a financial interest. In each instance the business relationship was based upon a proven track record, the reputation of the firm or individuals involved, demonstrated experience and competence, and/or the result of competitive bids.

When applicable, such as the selection of investment managers, where the Board Investment Committee made and approved the decisions the appropriate Board committee was involved. In all cases, the fees charged were equal to and in many instances less than the industry standard.

**Philip Altheim**  
Vice Chairman, Board of Overseers

Forest Electric Corp. installed two (2) 1500 KVA replacement transformers at 2495 Amsterdam Avenue. The total payment was \$275,000.

**Leon Black**  
Member, Cardozo Board

\$45.0 million University investment committed for management to the Apollo Investment Funds. \$24.5 million book value, \$30.2 million market value as of December 31, 2000 was under management in 2000. resulting in a management fee of \$400,400.

**Judah Feinerman**  
Member, Board of Trustees  
Member, RIETS Board

Judd Associates/ C.S.I.R. Inc. Enterprises Insurance broker. Total policy premiums \$366,000.

**Elliot Feinerman**  
Member, Yeshiva College Board

**Samuel H. Lindenbaum**

Honorary Member, Board of  
Overseers

Rosenman & Colin.

Represents the institution in an estate  
administration proceeding. Total fee paid in 2000  
was \$134,179.

**J. Ezra Merkin**

Member, RIETS Board  
Chairman, Board of Trustees  
Investment Committee

General or Managing Partner or Chairman or Co-  
Manager of four (4) of the 32 investments  
classified by the Investment Committee as hedge  
funds, hedge investments or non-readily  
marketable investments.

**Total University Funds Managed  
(Market Value at December 31, 2000)**

Blackacre	15.7	Million Dollars
Long Horizon	26.1	Million Dollars
ABLECO	10.0	Million Dollars
Ascot Partners	<u>61.6</u>	<u>Million Dollars</u>
	113.4	Million Dollars

Management fees paid in 2000 totaled \$1,090,000  
including \$593,000 paid for funds in Ascot Partners  
which are essentially managed by Bernard Madoff,  
a member of the Board of Trustees. Incentive fees  
based upon 2000 performance totaled an  
additional \$537,824.

Each fund identified generated each year, to date,  
a net profit for the University and the University has  
never experienced a loss on these investments.

It should also be noted that one of Mr. Merkin's Co-  
Managers on the ABLECO and Blackacre funds is  
the General Manager of Cerberus which manages  
6.4 million dollars of University funds.

**Ira M. Millstein**

Vice Chairman, Board of Overseers

**Marvin E. Jacob**

Member, RIETS Board

**J. Philip Rosen**

Vice Chairman, Yeshiva College  
Board

**A. Richard Parkoff**

Member, Yeshiva College Board

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Leland  
Hall Tewee

Partners Weil Gotshal & Manges LLP

Represent the University in regard to many  
matters. Ira Millstein has never charged the  
University for the considerable personal time he  
devotes to University issues. Total fees paid to the  
firm was \$670,905 in 2000 primarily for real estate  
matters, but includes other matters and litigation.  
In addition, The Midtown Centre LLC, a limited  
liability company established to purchase and  
operate property at 205/215 Lexington Avenue  
paid legal fees of \$529,436 during 2000.

Total rental payments of \$877,743 were made in  
2000 to The Parkoff Organization as rental  
payments for apartments used by students in  
Seven (7) Washington Heights buildings in  
which The Parkoff Organization has a financial  
interest. In prior years mortgage financing was  
provided by the University to acquire these  
buildings under favorable terms in consideration of  
benefits granted to the University such as assuring  
access to all vacant apartments. The mortgage on  
several of these buildings is not at this time  
current, however, due to inadequate cash flow.

**Howard J. Rubenstein**

Member, Board of Overseers

Howard J. Rubenstein Associates.

Firm retained annually to assist the Institution with  
special public relations problems and projects.  
Total annual payment \$86,323 in 2000.

**Charles A. Krasne**

Member, Board of Overseers

Krasdale Foods, Inc.

Total paid to the company was \$47,874 in 2000 for  
University cafeteria food purchases.

**John D. Cohen**

Member, Board of Overseers

Blank Rome Tenzer Greenblatt

Total fees paid to the firm was \$41,801.25 in 2000 primarily for real estate matters, but includes other matters and litigation.

**Emanuel J. Adler**

Member, Yeshiva College Board

**Dr. Michael A. Stocker**

Member, Board of Overseers

Empire Blue Cross / Blue Shield

\$12,792,213

**Stephen J. Schulte**

Member, Cardozo Board

Schulte Roth & Zabel

Total fees paid to the firm was \$1,433 in 2000 related to a former employee labor matter.

**Robert I. Kantowitz**

Member, Yeshiva College Board

Chase Securities, Inc.

The University utilizes this organization to sell various bonds received from gifts and estates.

**Alan M. Silberstein**

Member, Sy Syms Board

Western Union Financial Services

\$1,868 was paid to this company in 2000 for various mailing services.

**Moses Marx**

Member, RIETS Board

The Berkshire Bank

In 2000 the University used Madison Merchant Services, a subsidiary of The Berkshire Bank, to process its MasterCard and VISA payment transactions. Approximately \$16.0 million of transactions were processed, generating \$351,000 in fees.

AGENDA

YESHIVA UNIVERSITY

BOARD OF TRUSTEES MEETING

TUESDAY - MARCH 12, 2002

MID-TOWN CAMPUS

GOTTESMAN BOARD ROOM

7<sup>TH</sup> FLOOR

4:00 P.M.

Robert M. Beren - Presiding

I.	Welcome Approval of Minutes - November 27, 2001	Chairman
II.	President's Report Including appointments of Dr. David Schnall and Dr. Charles Snow	Dr. Norman Lamm
III.	Committee Reports	
a.	Capital Campaign Committee	Ronald P. Stanton
b.	Gift Acceptance Committee	Daniel T. Forman
c.	Investment Committee	Chairman
d.	Academic Affairs Committee	Ludwig Bravmann
e.	Presidential Search Committee	Dr. Ira Kukin
f.	Finance Committee	Michael Jesselson
g.	Nominating Committee - Board of Trustees	Burton P. Resnick
h.	By-Laws Committee	Ludwig Bravmann
		Martin Bockstein, Esq.
IV.	Report on Legal Affairs	Dr. Sheldon E. Socol Martin Bockstein, Esq.
V.	Annual Report on Conflict of Interest	Dr. Sheldon E. Socol
VI.	Discussion	
	- Albert Einstein College of Medicine	
	- Benjamin N. Cardozo School of Law	

**2001 CONFLICT OF INTEREST REPORT  
TO THE BOARD OF TRUSTEES  
MARCH 2002**

During the 2001 calendar year, the University "did business" with the following firms and companies in which one or more members of the Board or members of Board Committees are either employed by or had / or have a financial interest. In each instance the business relationship was based upon a proven track record, the reputation of the firm or individuals involved, demonstrated experience and competence, and/or the result of competitive bids.

Where investment managers are committee members, the Board Investment Committee approved the allocation of funds for management. In all cases, the fees charged were not more than the industry standard.

While not a condition of the business relationship often the Board member is a substantial donor to the University.

**Hyman Arbesfeld**

Member, RIETS Board

Hotel Bedford

San Carlos Hotel

The Hotel Bedford was paid \$64,712 in 2001 and \$64,666 in 2000.

In 2001 \$485 was paid to the San Carlos Hotel, \$4,802 was paid in 2000.

**Leon Black**

Member, Cardozo Board

Apollo Investment Funds

\$25.0 million investment committed for management to the Apollo Investment Funds of which \$29.2 million of book value, \$32.7 million of market value was under management in 2001 resulting in a management fee of \$474,900.

**John D. Cohen**

Member, Board of Overseers

**Emanuel J. Adler**

Member, Yeshiva College Board

Blank Rome Tenzer Greenblatt LLP

Total fees paid to the firm was \$27,060 in 2001 primarily for real estate matters, but includes other matters and litigation.

-I-

David Eshaghian

Member, Board of Trustees

On June 30, 2000, Mr. Eshaghian purchased from the University a condominium unit at 215 Lexington Avenue and the entire building at 205 Lexington Avenue for \$29.25 million. The University and Mr. Eshaghian share management of the common elements of the 215 Lexington Avenue condominium with a common operating budget of some \$1.0 million.

Michael Feinerman

Member, Board of Trustees

Member, RIETS Board

Mid-Associates/ C.S.I.R. Inc. Enterprises

Insurance broker. Total policy premiums \$234,406.

Elliot Feinerman

Member, Yeshiva College Board

Howard Jonas

Member, Yeshiva College Board

Internet Services Inc.

University paid \$3,388 in 2001.

Robert I. Kantowitz

Member, Yeshiva College Board

Securities, Inc.

The University utilizes this organization to sell various securities received as gifts or from states. Total fees paid in 2001 was de minimus.

Charles A. Krasne

Member, Board of Overseers

Midvale Foods, Inc.

Total paid to the company was \$38,276 in 2001 for University cafeteria food purchases.

Hedda Leff

Member, Wurzweiler Board

Lincoln Electric Products Company

Total business with this company in 2001 was almost \$60,000.

**Moses Marx**

*Member, RIETS Board*

*The Berkshire Bank*

In 2001 the University used Madison Merchant Services, a subsidiary of The Berkshire Bank, to process its MasterCard and VISA payment transactions. Approximately \$7.5 million of transactions were processed, generating \$158,000 in fees to Madison Merchant Services.

**J. Ezra Merkin**

*Member, RIETS Board*

*Chairman, Board of Trustees*

*Investment Committee*

General or Managing Partner of the following four (4) investments of the thirty-nine (39) such investments classified by the Investment Committee as hedge funds, hedge investments or non-readily marketable investments.

Market Value at December 31, 2001	Management Fee	High Water Mark	Incentive Fee
Blackacre	\$16.5 Million	1%	Yes 20%
Long Horizon	\$29.2 Million	1%	Yes 20% (in excess of 10%)
ABLECO	\$10.9 Million	1%	No 20%
Ascot Partners	\$69.3 Million	1%	No None
	\$125.9 Million		

The 39 investments had a market value of \$634.5 million with the four (4) Merkin managed funds representing some 19.84% of this type of investment. The total funds under management as at December 31 was \$1.3 billion. Each Merkin managed fund generated each year to date, a net profit for the University.

Management and incentive fees paid in 2001 totaled \$1,680,786 including \$663,000 paid for funds in Ascot Partners which is managed by Bernard Madoff Investment Securities in accordance with an arrangement made directly with Ascot Partners. Mr. Bernard Madoff is a Member, Board of Trustees and Chairman, Sy Syms Board of Directors.

It should also be noted that Steve Fineberg, one of Mr. Merkin's Co-Managers on the ABLECO, Blackacre and Long Horizon funds is the General Manager of Cerberus which manages \$7.2 million of University funds and received \$224,949 as management and incentive fees in 2001.

Ira M. Millstein  
Vice Chairman,  
Board of Overseers

Marvin E. Jacob  
Member, RIETS Board

J. Philip Rosen  
Vice Chairman, Yeshiva College Board

*Weil Gotshal & Manges LLP*

A law firm representing the University in regard to many matters. Ira Millstein, who has retired from the management of the firm, has never charged the University for the considerable personal time he devotes to University issues. Total fees paid to the firm was \$237,582 in 2001 primarily for real estate matters, but includes other matters and litigation.

A. Richard Parkoff  
Member, Yeshiva College Board

*The Parkoff Organization*

Total rental payments of \$936,299 were made in 2001 to The Parkoff Organization as rental payments for fifty-seven (57) apartments used by or held vacant for the University in seven (7) Washington Heights buildings in which The Parkoff Organization has a financial interest. In prior years, mortgage financing and investments were provided by the University to acquire ten (10) buildings under favorable terms in consideration of benefits granted to the University such as assuring access to all vacant apartments. The mortgage on several of these buildings is not at this time current, however, due to inadequate cash flow. As of June 30, 2001, there are outstanding mortgages and investments in nine (9) buildings totaling \$4,415,000. The interest in arrears is \$1,821,000.

Howard J. Rubenstein  
Member, Board of Overseers

*Howard J. Rubenstein Associates*  
Firm retained annually to assist the Institution with special public relations problems and projects. Total annual payment \$82,753 in 2001.

Stephen J. Schulte  
Member, Cardozo Board  
*Schulte Roth & Zabel*  
Total fees paid to the firm was \$972 in 2001 related to a former employee labor matter.

Stephen Siegel

*Member, Cardozo Board  
Insignia/E.S.G. Real Estate*

In 2001, \$16,959 was paid for real estate related services for 205/215 Lexington Avenue and for year 2000, \$730,000 was paid for real estate commissions in connection with real estate transactions.

Dr. Michael A. Stocker

*Member, Board of Overseers*

CEO of Empire Blue Cross / Blue Shield which provides basic health insurance for members of the University, faculty, staff and student body. Total premium remitted was \$11,694,060.

Minutes of a regular meeting of the Board of Trustees of Yeshiva University held pursuant to notice at the Midtown Campus, Gottesman Board Room, 245 Lexington Avenue, New York, New York at 4:00 p.m. on Tuesday, March 12, 2002.

Present: Robert M. Beren, Chairman

Jack Belz*	Dr. Ira Kukin
Julius Berman	Dr. Norman Lamm
Marvin S. Bienenfeld	Earle I. Mack
Marjorie Diener Blendon	Burton P. Resnick
Ludwig Bravmann	David I. Schachne
David Eshaghian	Irwin Shapiro
Judd Feinerman	Ronald P. Stanton
Dr. Felix L. Glaubach	Moshael Straus, Esq.
Alan E. Goldberg	Sy Syms
David S. Gottesman	Morry Weiss
Michael Jesselson	Joseph Wilf
Mordecai D. Katz	David Yagoda

\* By telephone

Also present:

Martin H. Bockstein, Esq.  
General Counsel

Dr. Herbert Dobrinsky  
Vice President for University Affairs

Daniel T. Forman  
Vice President for Development

Dr. Morton Lowengrub  
Vice President for Academic Affairs

Dr. Sheldon E. Socol  
Vice President for Business Affairs  
and Secretary

The Chairman called the meeting to order and called for approval of the minutes of the meeting of November 27, 2001, which on motion duly made and seconded were approved.

The Chairman then called upon Dr. Norman Lamm for the President's Report. Dr. Lamm thanked Joseph Wilf for his extremely generous gift naming the uptown campus. His report was greeted with applause.

The President said that the Rabbinate in Israel has asked for a day of prayer and fasting in the United States. It would be known as a "little Yom Kippur." Dr. Lamm said that the Israel situation is causing an institutional problem for YU. We do not know how many students will be returning to Israel after the break. It may create a residence hall problem.

The President said that the Jerusalem College of Technology may not be able to continue as our tenant in Israel. In that event, a new tenant or other source of income would have to be identified.

The President said that there have been three acceptances of the offer of honorary degrees: Dr. Bernadine Healy, Michael Jesselson and Mrs. Limor Livnat. They will be honored at the YU graduation.

Dr. Lamm proposed for additional honorary degrees Malcolm Hoenlein and Richard Joel. The nominees for honorary degrees were unanimously approved.

The Chairman then called upon Michael Jesselson for a report of the Presidential Search Committee. Mr. Jesselson said that the Committee has been operating for a few months with a very short list of candidates. Dr. Zakheim recently met with several Board members and indicated that he does not want to be considered for the Presidency. Mr. Jesselson noted that no offer had been made to him.

Dr. Lamm asked the Board to approve the appointment of 2 new Deans: J. Charles Snow of the Sy Syms School of Business and David J. Schnall as the Dean of the Azrieli Graduate School of Jewish Education and Administration.

Thereafter the Board unanimously approved the appointment of the 2 Deans.

The Chair then called upon Mr. Resnick for a report of the Finance Committee. A copy of the report is attached to these minutes.

The Chair then called upon Earle Mack. Mr. Mack said that he would like to re-open discussions regarding Cardozo Law School finances in relation to the renovation project and would like to meet with the Finance Committee to insure that we can complete the renovations of the Law School building in a timely manner. He asked that construction continue until the meeting takes place.

Mr. Mack noted that the Law School would produce a "profit" after certain expenses are satisfied including debt service on the \$30 million bond issue. Mr. Resnick said that as soon as Mr. Mack was ready the Finance Committee would meet with him and other representatives of the Law School. Mr. Beren said that in view of that, action should be deferred on Mr. Mack's request that the construction at the Law School be continued until the meeting with the Finance Committee.

The Chair then called upon Mr. Stanton, who together with Dan Forman gave the Capital Campaign Report. The Report is summarized in the material included in the booklet distributed to all Board members. Mr. Forman, utilizing slides, expanded on those remarks, showing among other things, the source of the funds received so far and of the pledges.

The Chair then called on Mr. Bravmann for the report of the Investment Committee. A copy of that report is attached to these minutes.

Mr. Bravmann's report was supplemented by Dr. Socol who distributed additional charts and spoke with the aid of slides. He said that the closing market value of the endowment fund at December 31, 2001 was \$920.8 million. For the year ending on that day there was a net of fees total return of 3.7% which compares favorably with the applicable benchmarks.

Reference was made to an Executive Summary of Cambridge Associates which indicated that YU's endowment fund has performed the third best of 134 surveyed institutions for the fiscal year ended June 30, 2001. Dr. Socol thanked the Investment Committee for its diligent service.

Mr. Beren said that we are pleased with the performance on a comparative basis.

Mr. Bravmann then moved the membership on the Board of Fanya Gottesfeld-Heller whose nomination had been considered at the previous meeting of the Board and deferred to this meeting in accordance with the By-Laws. The Board unanimously approved her membership on the Board.

Mr. Bravmann also nominated J. Ezra Merkin for membership on the Board. Mr. Merkin had previously been recommended by vote of the Executive Committee. His nomination was unanimously approved and will be deferred for final action until the next succeeding meeting of the Board.

The Board then considered 2 proposed amendments to the By-Laws which had been approved at the previous meeting. The amendments relate to the creation of an Investment Committee as a Standing Committee of the Board of Trustees and the creation of the Office of

Chancellor. On motion duly made and seconded both amendments were unanimously approved and will now become part of the By-Laws.

Mr. Bravmann then proposed an amendment to the By-Laws which would eliminate deferral to a succeeding meeting of final approval of candidates for Board membership. A discussion followed. Mr. Syms asked why we are fixing something that isn't broken and pointed out that all the current members had successfully been through the existing process. Following further discussion a motion to adopt the amendment was made, seconded and approved. It will be considered at the next meeting of the Board in accordance with the By-Laws.

The Chair then called upon Dr. Kukin for the Report of the Academic Affairs Committee. Dr. Kukin said that Dr. Lowengrub had reported on academic initiatives, external departmental reviews, new faculty hires and the mentoring program being conducted by Dr. Margaret Gibelman.

Dean Gelman provided an update on the upcoming Middle States Association visit. Dr. Rosovsky reported on his review of the undergraduate colleges that had been done in 1999 at the request of Dr. Lamm and Mr. Gottesman.

A suggestion was made that the Academic Affairs Committee meet with the Middle States evaluators during their visit on March 17 - 20, 2002.

Mr. Beren then gave a report on the Gift Acceptance Committee and called attention to the guidelines of the Committee contained in the booklet distributed to members. He said that the Committee had recently acted on 3 bequests. Included are funds already received and to be received as follows: \$7 million from the Estate of Peter Benenfeld, \$10 million from the Estate of Joseph Emanuel and the magnificent bequest from the Estate of Anne Scheiber that has now

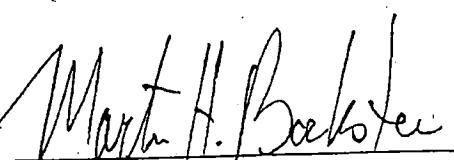
grown to approximately \$40 million. Mr. Beren said that the Committee carried out the intent of the benefactors.

Mr. Bockstein and Dr. Socol then reported to the Board on pending litigation, describing the status of the Estates of Herling and Gabriel Levine. Mr. Beren reported on the pending litigation involving the Harry Beren Trust D in which Yeshiva University is one of 9 charities named as preferred beneficiaries.

Dr. Socol then gave the Annual Conflict of Interest Report with supporting data previously distributed to the Board. He noted that the Board's policy requires full disclosure of the nature and extent of any business done between members of the various Boards of the University and the University. A list with details of such transactions had been distributed. Dr. Socol noted that most of such business is done on a competitive bidding basis and that the University usually receives preferential treatment, to its benefit. Mr. Beren questioned the Board on whether it had any objections to any of the transactions. No member expressed any opposition.

Dr. Socol then reported on the Prudential demutualization. He said that YU pension participants have approximately \$800 million invested with Prudential constituting the assets of its basic pension plan. The University has engaged Buck Associates to consult and advise on the most equitable way to distribute the approximately \$307 million that Prudential will distribute to the University for the benefit of the 6000 possible distributees. The report is expected to be received shortly.

The meeting was then adjourned.



MARTIN H. BOCKSTEIN